

Southern Railway System

P.O. Box 1808
Washington, D.C. 20013

KARL A. STOECKER
SENIOR VICE PRESIDENT
FINANCE

920 15TH STREET, N.W.
TEL: (202) 628-4460

August 3, 1979
59080

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 72954
Filed 1925

AUG 6 1979 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

9-218A020

AUG 06 1979

Date
Fee \$ 10.00

ICC Washington, D. C.

Dear Mr. Homme:

I enclose five original counterparts of the instrument described in paragraph (1) hereof, for recordation and return, together with two original counterparts for the Commission's files.

In accordance with 49 CFR Part 1116, covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Supplement dated as of July 1, 1979, to Equipment Trust Agreement between Morgan Guaranty Trust Company of New York, Trustee, and Southern Railway Company dated as of February 15, 1974, constituting Southern Railway Equipment Trust No. 1 of 1974.

- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:

1 - new 100-ton 3600 cu. ft. capacity Open Top Hopper Car bearing road number 351860, AAR designation HT.

The unit of Equipment will be marked with the words:

"OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 20c OF THE INTERSTATE COMMERCE ACT."

- (3) The Equipment Trust Agreement was filed and recorded in your office on January 8, 1974, at 2:45 P.M., and was assigned Recordation No. 7295.

RECEIVED
AUG 6 10 15 AM '79
I.C.C.
FEDERAL
OPERATION BR.

(4) After recordation, the original document should be returned to Manfred S. Block, Esq., Attorney, Southern Railway Company, P. O. Box 1808, Washington, D.C. 20013.

(5) The recordation fee of \$10.00 is enclosed.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

K. A. Stoecker

Karl A. Stoecker (MSB)

Enclosures

Executed in 7 Counterparts of
which this is Counterpart No. 2

RECORDATION NO. 795-H Filed 1425

AUG 6 1979 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of
July 1, 1979, by and between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York
trust company (the "Trustee"), party of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, and
CENTRAL OF GEORGIA RAILROAD COMPANY, a Georgia corporation,
(together called the "Company"), party of the second part;

W I T N E S S E T H THAT:

WHEREAS, by agreement dated as of February 15, 1974, as
amended, (the "Agreement"), between The Chase Manhattan Bank,
N.A., as Trustee and the Company there was constituted SOUTHERN
RAILWAY EQUIPMENT TRUST NO. 1 OF 1974; and

WHEREAS, Southern Railway Company assigned portions of its
interest in the Agreement to CENTRAL OF GEORGIA RAILROAD COMPANY
by assignment dated as of February 16, 1974; and

WHEREAS, by an Instrument of Appointment, Acceptance of
Appointment by Successor Trustee and Transfer, dated as of
October 19, 1976, Morgan Guaranty Trust Company of New York,
became successor Trustee under the Agreement; and

WHEREAS, by the Agreement the Trustee has let and leased
unto the Company certain railroad equipment (the "Equipment")
therein particularly described for a term as set forth in the
Agreement, all upon the terms and conditions therein specified;
and

WHEREAS, in Section 4.9 of the Agreement, it is provided
that upon the filing with the Trustee of the appropriate
documents, any monies paid to the Trustee pursuant to said
Section 4.9 or Section 4.7 of the Agreement may be applied to
the purchase of additional equipment; and

WHEREAS, the Company, in compliance with the aforesaid
requirements of Section 4.9 of the Agreement now proposes to
cause to be sold, assigned, transferred and set over unto the
Trustee, as trustee under the Agreement, one (1) new 100-Ton
3600 cu. ft. capacity Open Top Hopper Car bearing road number
351860 (the "Additional Equipment");

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all of its right, title and interest under the contract for the acquisition of the Additional Equipment and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original Equipment described in the Agreement.

AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.

This Supplemental Agreement may be executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

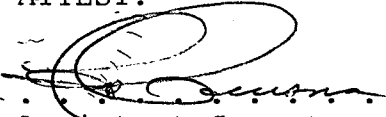
IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK, Trustee,
By


Vice President

R. E. Sparrow

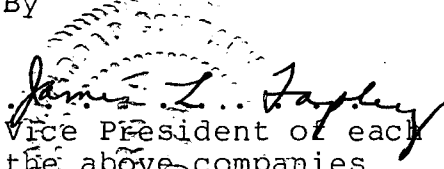
ATTEST:


Assistant Secretary


Faith A. Gausman

SOUTHERN RAILWAY COMPANY,
CENTRAL OF GEORGIA RAILROAD
COMPANY,

By

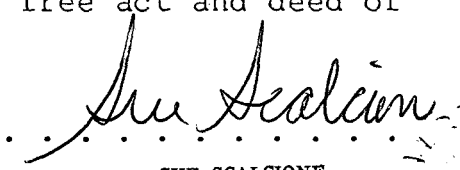

Vice President of each of the above companies

ATTEST:


Assistant Secretary


STATE OF NEW YORK)
) SS:
County of New York)

On this 26th day of July, 1979, before me personally appeared R. E. Sparrow, to me personally known, who, being by me duly sworn, says that he is a Vice President of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


SUE SCALCIONE
NOTARY PUBLIC, State of New York
No. 31-4649545
Qualified in New York County
Commission Expires March 30, 1982

DISTRICT OF COLUMBIA.

On this 2nd day of AUGUST 1979, before me personally appeared JAMES L. TAPLEY, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY, and CENTRAL OF GEORGIA RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of each of said corporations, that said instrument was signed and sealed on behalf of said corporations pursuant to due corporate authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporations.


C. O. WAGNER
Notary Public
In and For the District of Columbia
My Commission Expires May 31, 1982